

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF VIRGINIA

Case number (if known)

Chapter 7

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| | | | |
|--|---|--|---|
| 1. Debtor's name | VA Holdings Co. II, LLC | | |
| 2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names | FKA Native Foods California, LLC | | |
| 3. Debtor's federal Employer Identification Number (EIN) | 46-1179458 | | |
| 4. Debtor's address | Principal place of business 1216 West Broad Street Falls Church, VA 22046 Number, Street, City, State & ZIP Code | Mailing address, if different from principal place of business CSC, R/A for VA Holdings Co. II, LLC Bank of America Ctr, 16th Floor 1111 E. Main Street Richmond, VA 23219 P.O. Box, Number, Street, City, State & ZIP Code | Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code |
| 5. Debtor's website (URL) | | | |
| 6. Type of debtor | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____ | | |

Debtor **VA Holdings Co. II, LLC** Name Case number (*if known*)

7. Describe debtor's business A. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply*

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. *Check all that apply:*

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No.

Yes.

If more than 2 cases, attach a separate list.

| District | When | Case number |
|----------|------|-------------|
| | | |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes.

List all cases. If more than 1, attach a separate list

| Debtor | Relationship | Case number, if known |
|--------|--------------|-----------------------|
| | | |

| | | | |
|---|--------------------------------|--|---|
| Debtor | VA Holdings Co. II, LLC | | Case number (if known) |
| | Name | | |
| 11. Why is the case filed in this district? | | <i>Check all that apply:</i> | |
| | | <input checked="" type="checkbox"/> | Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district. |
| | | <input type="checkbox"/> | A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district. |
| 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? | | <input checked="" type="checkbox"/> No | |
| | | <input type="checkbox"/> Yes. | Answer below for each property that needs immediate attention. Attach additional sheets if needed. |
| Why does the property need immediate attention? (Check all that apply.) | | | |
| <input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? | | | |
| <input type="checkbox"/> It needs to be physically secured or protected from the weather. | | | |
| <input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options). | | | |
| <input type="checkbox"/> Other | | | |
| Where is the property? | | | |
| Number, Street, City, State & ZIP Code | | | |
| Is the property insured? | | | |
| <input type="checkbox"/> No | | | |
| <input type="checkbox"/> Yes. Insurance agency | | | |
| Contact name | | | |
| Phone | | | |

| | | | | |
|---|--|--|---|--|
| Statistical and administrative information | | | | |
| 13. Debtor's estimation of available funds | | <i>Check one:</i> | | |
| | | <input type="checkbox"/> Funds will be available for distribution to unsecured creditors. | | |
| | | <input checked="" type="checkbox"/> After any administrative expenses are paid, no funds will be available to unsecured creditors. | | |
| 14. Estimated number of creditors | | <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| | | <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| | | <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| | | <input type="checkbox"/> 200-999 | | |
| 15. Estimated Assets | | <input checked="" type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| | | <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| | | <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| | | <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |
| 16. Estimated liabilities | | <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| | | <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| | | <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| | | <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor VA Holdings Co., II, LLC
Name

Case number (*if known*)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

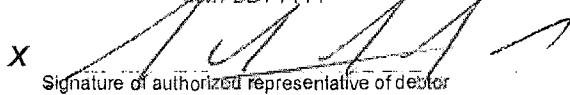
I declare under penalty of perjury that the foregoing is true and correct.

Executed on

05/14/2016

MM / DD / YYYY

X


Signature of authorized representative of debtor

Daniel G. Dolan
Printed name

Title Vice President

18. Signature of attorney

X


Signature of attorney for debtor

Date *05/23/2016*
MM / DD / YYYY

Christopher A. Jones

Printed name

Whiteford, Taylor & Preston, LLP
Firm name

**3190 Fairview Park Drive, Suite 300
Falls Church, VA 22042**
Number, Street, City, State & ZIP Code

Contact phone 703-280-9263

Email address cajones@wtplaw.com

40064

Bar number and State

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 5/14/16

x

Signature of individual signing on behalf of debtor

Daniel G. Dolan

Printed name

Vice President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from *Schedule A/B*..... \$ 0.00

1b. Total personal property:

Copy line 91A from *Schedule A/B*..... \$ 0.00

1c. Total of all property:

Copy line 92 from *Schedule A/B*..... \$ 0.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 10,434,781.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 20,032.38

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 70,702.59

4. Total liabilities

Lines 2 + 3a + 3b

\$ 10,525,515.97

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

No. Go to Part 2.
 Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

No. Go to Part 3.
 Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

No. Go to Part 4.
 Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

No. Go to Part 5.
 Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

No. Go to Part 6.
 Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

No. Go to Part 7.

Debtor **VA Holdings Co. II, LLC**
Name _____

Case number (*If known*) _____

Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

No. Go to Part 8.

Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

No. Go to Part 9.

Yes Fill in the information below.

| General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number) | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|---|--|---------------------------------------|
|---|---|--|---------------------------------------|

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

48. Watercraft, trailers, motors, and related accessories *Examples:* Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

49. Aircraft and accessories

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

Miscellaneous restaurant furnishings, fixtures and equipment.

Unknown Unknown

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

No
 Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

No
 Yes

Part 9: Real property

54. Does the debtor own or lease any real property?

No. Go to Part 10.
 Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

No. Go to Part 11.
 Yes Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---------------------|---|--|---------------------------------------|
|---------------------|---|--|---------------------------------------|

Debtor VA Holdings Co. II, LLC _____ Case number (*If known*) _____
Name _____

60. **Patents, copyrights, trademarks, and trade secrets** _____ \$0.00 _____ \$0.00

61. **Internet domain names and websites** _____

62. **Licenses, franchises, and royalties** _____

63. **Customer lists, mailing lists, or other compilations
Customer loyalty program maintained by
parent company.** _____ \$0.00 _____ \$0.00

64. **Other intangibles, or intellectual property** _____

65. **Goodwill** _____

66. **Total of Part 10.** _____ \$0.00 _____

Add lines 60 through 65. Copy the total to line 89.

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107)?

No
 Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

No
 Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

No
 Yes

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

No. Go to Part 12.
 Yes Fill in the information below.

Debtor VA Holdings Co. II, LLC
Name _____

Case number (*If known*) _____

Part 12: **Summary**

In Part 12 copy all of the totals from the earlier parts of the form

| Type of property | Current value of personal property | Current value of real property |
|--|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i> | \$0.00 | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | \$0.00 | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | \$0.00 | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | \$0.00 | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | \$0.00 | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | \$0.00 | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | \$0.00 | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | \$0.00 | |
| 88. Real property. <i>Copy line 56, Part 9.....></i> | | \$0.00 |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | \$0.00 | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | + \$0.00 | |
| 91. Total. Add lines 80 through 90 for each column | \$0.00 | + 91b. \$0.00 |
| 92. Total of all property on Schedule A/B. Add lines 91a+91b=92 | | \$0.00 |

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

| Creditor's Name | Describe debtor's property that is subject to a lien | Column A Amount of claim | Column B Value of collateral that supports this claim |
|---|---|-----------------------------|--|
| 2.1 HCAP Partners III, LP <small>Creditor's Name</small> 3636 Nobel Drive, Suite 401 San Diego, CA 92122 <small>Creditor's mailing address</small> | Miscellaneous restaurant furnishings, fixtures and equipment. | \$10,434,781.00 | Unknown |
| <small>Creditor's email address, if known</small> | Describe the lien Loan \$10.2M Principal. Interest as of 5/5/16: \$234,781 | | |
| Date debt was incurred | Is the creditor an insider or related party? | | |
| Last 4 digits of account number | Is anyone else liable on this claim? | | |
| Do multiple creditors have an interest in the same property? | As of the petition filing date, the claim is: Check all that apply | | |
| <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | | |

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$10,434,781.
00**

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.
 Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

| | | Total claim | Priority amount |
|-----|--|---|---------------------------------------|
| 2.1 | Priority creditor's name and mailing address Commonwealth of Virginia Department of Taxation PO Box 1777 Richmond, VA 23218-1777 | As of the petition filing date, the claim is: <i>Check all that apply.</i> | \$20,032.38 \$20,032.38 |
| | | <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | |
| | Date or dates debt was incurred | Basis for the claim: | |
| | Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | |

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

| | | Amount of claim |
|-----|---|---|
| 3.1 | Nonpriority creditor's name and mailing address Bullseye Telecom 25925 Telegraph Road, Suite 21 Southfield, MI 48033-2527 | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$5,125.00 |
| | | <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed |
| | Date(s) debt was incurred _ | Basis for the claim: _ |
| | Last 4 digits of account number _ | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.2 | Nonpriority creditor's name and mailing address KAT Construction LLC PO Box 7732 Fort Myers, FL 33911 | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$65,577.59 |
| | | <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed |
| | Date(s) debt was incurred _ | Basis for the claim: _ |
| | Last 4 digits of account number _ | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |

Part 3: List Others to Be Notified About Unsecured Claims

Debtor **VA Holdings Co. II, LLC** _____ Case number (if known) _____
Name _____

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ **20,032.38**
5b. + \$ **70,702.59**

5c. \$ **90,734.97**

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.
 Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

Official Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1 **NATIVE FOODS BELMONT, LLC** an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654 **HCAP Partners III, LP** D 2.1
 E/F _____
 G _____

2.2 **NATIVE FOODS BOULDER LLC,** a CO limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654 **HCAP Partners III, LP** D 2.1
 E/F _____
 G _____

2.3 **NATIVE FOODS BUCKTOWN LLC** an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654 **HCAP Partners III, LP** D 2.1
 E/F _____
 G _____

2.4 **NATIVE FOODS CALIFORNIA LLC** a Nevada limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654 **HCAP Partners III, LP** D 2.1
 E/F _____
 G _____

Debtor

VA Holdings Co. II, LLC

Case number (if known)

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

| | | | | |
|------|---------------------------------------|---|-----------------------|--|
| 2.5 | NATIVE FOODS CALIFORNIA LLC | a CA limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.6 | NATIVE FOODS CALIFORNIA LLC | a Wash., DC ltd liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.7 | NATIVE FOODS CALIFORNIA LLC | a VA limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.8 | NATIVE FOODS CLARK STREET LLC | an IL limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.9 | NATIVE FOODS FRANCHISING LLC | a Nevada limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.10 | NATIVE FOODS ILLINOIS WHOLESALE | an IL limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.11 | NATIVE FOODS ILLINOIS, LLC | an IL limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |

Debtor

VA Holdings Co. II, LLC

Case number (if known)

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

| | | | | |
|------|-----------------------------|---|-----------------------|---|
| 2.12 | NATIVE FOODS MANAGEMENT LLC | a Nevada limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D 2.1 <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.13 | NATIVE FOODS PORTLAND LLC | an Oregon limited liability co 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D 2.1 <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.14 | NATIVE FOODS WHOLESALE LLC | a Nevada limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D 2.1 <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.15 | NF CALIFORNIA LLC | a CA limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D 2.1 <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.16 | NF CALIFORNIA WHOLESALE LLC | a CA limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D 2.1 <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.17 | NF COLORADO LLC | a CO limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D 2.1 <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
| 2.18 | NF ILLINOIS LLC | an IL limited liability co. 500 North Dearborn, Suite 1000 Chicago, IL 60654 | HCAP Partners III, LP | <input checked="" type="checkbox"/> D 2.1 <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |

Debtor VA Holdings Co. II, LLC

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.19 **NF OREGON LLC** an Oregon limited liability co
500 North Dearborn, Suite 1000
Chicago, IL 60654 **HCAP Partners III, LP** D 2.1
 E/F _____
 G _____

2.20 **NF WASHINGTON LLC** a Wash., DC ltd liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654 **HCAP Partners III, LP** D 2.1
 E/F _____
 G _____

2.21 **NFM HOLDINGS LLC** a Nevada limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654 **HCAP Partners III, LP** D 2.1
 E/F _____
 G _____

Fill in this information to identify the case:

Debtor name VA Holdings Co. II, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2016 to Filing Date

Operating a business
 Other

\$0.00

For prior year:

From 1/01/2015 to 12/31/2015

Operating a business
 Other

\$518,600.40

For year before that:

From 1/01/2014 to 12/31/2014

Operating a business
 Other

\$64,914.49

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue

Gross revenue from
each source
(before deductions and
exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed

Debtor VA Holdings Co. II, LLC

Case number (if known)

or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

 None.

| Insider's name and address Relationship to debtor | Dates | Total amount of value | Reasons for payment or transfer |
|--|-------|-----------------------|---------------------------------|
|--|-------|-----------------------|---------------------------------|

5. **Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

 None

| Creditor's name and address | Describe of the Property | Date | Value of property |
|-----------------------------|--------------------------|------|-------------------|
|-----------------------------|--------------------------|------|-------------------|

6. **Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

 None

| Creditor's name and address | Description of the action creditor took | Date action was taken | Amount |
|-----------------------------|---|-----------------------|--------|
|-----------------------------|---|-----------------------|--------|

Part 3: Legal Actions or Assignments7. **Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

 None.

| Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|--|----------------|--|---|
| 7.1. Federal Realty Investment Trust v. Native Foods California, LLC 16-663 | Civil | Circuit Court for Arlington County 1425 N Courthouse Rd, Suite 6700 Arlington, VA 22201 | <input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded |

8. **Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

 None**Part 4: Certain Gifts and Charitable Contributions**9. **List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000** None

| Recipient's name and address | Description of the gifts or contributions | Dates given | Value |
|------------------------------|---|-------------|-------|
|------------------------------|---|-------------|-------|

Part 5: Certain Losses10. **All losses from fire, theft, or other casualty within 1 year before filing this case.**

Debtor **VA Holdings Co. II, LLC**

Case number (if known)

None

Description of the property lost and how the loss occurred

Amount of payments received for the loss

Dates of loss

Value of property lost

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (*Schedule A/B: Assets – Real and Personal Property*).

Cash short

\$3,045.00

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None.

| Who was paid or who received the transfer? | If not money, describe any property transferred | Dates | Total amount or value |
|---|--|--------------|------------------------------|
| Address 11.1. Whiteford, Taylor & Preston, LLP 3190 Fairfax Drive, Suite 300 Falls Church, VA 22042 | | 5/16/2016 | \$3,000.00 |

Email or website address
www.wtplaw.com

Who made the payment, if not debtor?
Native Foods Holdings Corp.

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

None.

| Name of trust or device | Describe any property transferred | Dates transfers were made | Total amount or value |
|--------------------------------|--|----------------------------------|------------------------------|
|--------------------------------|--|----------------------------------|------------------------------|

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None.

| Who received transfer? | Description of property transferred or payments received or debts paid in exchange | Date transfer was made | Total amount or value |
|-------------------------------|---|-------------------------------|------------------------------|
|-------------------------------|---|-------------------------------|------------------------------|

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address

Dates of occupancy
From-To**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.
 Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

No.
 Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

No. Go to Part 10.
 Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

 None

Financial Institution name and Address

Last 4 digits of account number

Type of account or instrument

Date account was closed, sold, moved, or transferred

Last balance before closing or transfer

18.1. PNC Bank, National Association
401 N. LaSalle Street
Chicago, IL 60651

XXXX-1623

Checking
 Savings
 Money Market
 Brokerage
 Other _____

Account was closed on
4/20/2016.

\$0.00

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

 None

Depository institution name and address

Names of anyone with access to it
Address

Description of the contents

Do you still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

Debtor VA Holdings Co. II, LLC

Case number (*if known*) _____

None

| Facility name and address | Names of anyone with access to it | Description of the contents | Do you still have it? |
|---------------------------|-----------------------------------|-----------------------------|-----------------------|
|---------------------------|-----------------------------------|-----------------------------|-----------------------|

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

No.

Yes. Provide details below.

| Case title Case number | Court or agency name and address | Nature of the case | Status of case |
|---------------------------|----------------------------------|--------------------|----------------|
|---------------------------|----------------------------------|--------------------|----------------|

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No.

Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

24. Has the debtor notified any governmental unit of any release of hazardous material?

No.

Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

| Business name address | Describe the nature of the business | Employer Identification number <small>Do not include Social Security number or ITIN.</small> |
|-----------------------|-------------------------------------|---|
|-----------------------|-------------------------------------|---|

Dates business existed

Debtor VA Holdings Co. II, LLC

Case number (if known)

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

 None**Name and address**Date of service
From-To26a.1. Julius K. Balcerak
500 N. Dearborn, Susite 1000
Chicago, IL 606545/20/2014 to
5/50/2016

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

 None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

 None**Name and address**If any books of account and records are
unavailable, explain why26c.1. Julius K. Balcerak
500 N. Dearborn, Suite 1000
Chicago, IL 6065426c.2. McDermott, Will & Emery LLP
227 W. Monroe Street
Chicago, IL 60606-5096

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

 None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

 No Yes. Give the details about the two most recent inventories.Name of the person who supervised the taking of the
inventory

Date of inventory

The dollar amount and basis (cost, market,
or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

| Name | Address | Position and nature of any interest | % of interest, if any |
|--------------------------------------|---|--|--------------------------|
| Native Foods Holdings Corporation | 500 North Dearborn, Suite 1000 Chicago, IL 60654 | sole member and manager | 100% |
| Michael Mack | 500 North Dearborn, Suite 1000 Chicago, IL 60654 | Position and nature of any interest CEO | % of interest, if any |
| Daniel G. Dolan | 47 Soaring Bird Court Las Vegas, NV 89135 | Position and nature of any interest Vice President | % of interest, if any |

Debtor VA Holdings Co. II, LLC

Case number (if known) _____

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

No
 Yes. Identify below.

| Name | Address | Position and nature of any interest | Period during which position or interest was held |
|--------------|---|-------------------------------------|---|
| Craig Grimes | 500 North Dearborn, Suite 1000 Chicago, IL 60654 | Former CEO | |

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

No
 Yes. Identify below.

| Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|-------------------------------|--|-------|--------------------------------|
|-------------------------------|--|-------|--------------------------------|

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

No
 Yes. Identify below.

| Name of the parent corporation | Employer Identification number of the parent corporation |
|--------------------------------|--|
|--------------------------------|--|

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

No
 Yes. Identify below.

| Name of the parent corporation | Employer Identification number of the parent corporation |
|--------------------------------|--|
|--------------------------------|--|

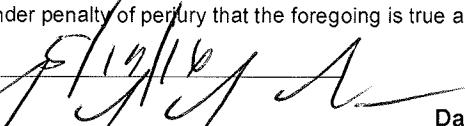
Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on


Signature of individual signing on behalf of the debtor

Daniel G. Dolan

Printed name

Position or relationship to debtor Vice President

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No
 Yes

Bullseye Telecom
25925 Telegraph Road, Suite 21
Southfield, MI 48033-2527

Commonwealth of Virginia
Department of Taxation
PO Box 1777
Richmond, VA 23218-1777

HCAP Partners III, LP
3636 Nobel Drive, Suite 401
San Diego, CA 92122

KAT Construction LLC
PO Box 7732
Fort Myers, FL 33911

NATIVE FOODS BELMONT, LLC
an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS BOULDER LLC,
a CO limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS BUCKTOWN LLC
an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS CALIFORNIA LLC
a Nevada limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS CALIFORNIA LLC
a CA limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS CALIFORNIA LLC
a Wash., DC ltd liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS CALIFORNIA LLC
a VA limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS CLARK STREET LLC
an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS FRANCHISING LLC
a Nevada limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS ILLINOIS WHOLESAL
an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS ILLINOIS, LLC
an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS MANAGEMENT LLC
a Nevada limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS PORTLAND LLC
an Oregon limited liability co
500 North Dearborn, Suite 1000
Chicago, IL 60654

NATIVE FOODS WHOLESALE LLC
a Nevada limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NF CALIFORNIA LLC
a CA limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NF CALIFORNIA WHOLESALE LLC
a CA limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NF COLORADO LLC
a CO limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NF ILLINOIS LLC
an IL limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NF OREGON LLC
an Oregon limited liability co
500 North Dearborn, Suite 1000
Chicago, IL 60654

NF WASHINGTON LLC
a Wash., DC ltd liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

NFM HOLDINGS LLC
a Nevada limited liability co.
500 North Dearborn, Suite 1000
Chicago, IL 60654

United States Bankruptcy Court
Eastern District of Virginia

In re VA Holdings Co. II, LLC

Debtor(s)

Case No.
Chapter

7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for VA Holdings Co. II, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Nature Foods Holdings Corp

None [Check if applicable]

5/23/2016

Date

Christopher A. Jones 40054

Signature of Attorney or Litigant
Counsel for VA Holdings Co. II, LLC
Whiteford, Taylor & Preston, LLP
3190 Fairview Park Drive, Suite 300
Falls Church, VA 22042
703-280-9263 Fax:703-280-8942
cajones@wtplaw.com